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and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** :  
: **Chapter 11**  
**SEARS HOLDINGS CORPORATION, et al.,** :  
: **Case No. 18-23538 (RDD)**  
:  
**Debtors.<sup>1</sup>** : **(Jointly Administered)**  
----- **x**

**NOTICE OF REJECTION OF CERTAIN  
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY  
AND ABANDONMENT OF PROPERTY IN CONNECTION THEREWITH**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovol Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that, on October 15, 2018 (the “**Commencement Date**”), Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), each commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

PLEASE TAKE FURTHER NOTICE that, on November 16, 2018, the Bankruptcy Court entered an order granting certain expedited procedures for the rejection of the Debtors’ unexpired real property leases and the abandonment of the Debtors’ property located at such leased premises (ECF No. 800) (the “**Rejection Procedures Order**”). An electronic copy of the Rejection Procedures Order can be found at <https://restructuring.primeclerk.com/sears>.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Rejection Procedures Order, the Debtors hereby give notice of their intent to reject the lease(s) set forth on Annex A attached hereto (each, a “**Lease**,” and together, the “**Leases**”), effective as of (unless otherwise ordered by the Court) the later of (i) service and filing of the Rejection Notice and (ii) the date the Debtors have surrendered the leased premises via the delivery of the keys, key codes, and alarm codes to the premises, as applicable, to the Landlord, or, if not delivering such keys or codes, providing notice that the landlord may re-let the premises, as such estimated dates are set forth on Annex A (the “**Rejection Date**”).

PLEASE TAKE FURTHER NOTICE that any personal property including inventory, furniture, fixtures, equipment or other materials remaining at the premises subject to the Leases as of the Rejection Date shall be deemed abandoned by the Debtors to the applicable Landlord.

PLEASE TAKE FURTHER NOTICE that with respect to any personal property that is leased to the Debtors by a third party or owned by a third party, such third party shall contact the Debtors and remove or cause to be removed such personal property from the leased premises prior to the Rejection Date. If any such personal property remains on the leased premises after the Rejection Date, the Landlord may dispose of any and all such property as set forth above and without notice or liability to the Debtors or any third party.

PLEASE TAKE FURTHER NOTICE that, any party wishing to object to the Debtors’ proposed rejection of a Lease or abandonment of personal property remaining on the leased premises, must file with the Bankruptcy Court and serve a written objection setting forth the legal and factual bases for such objection (an “**Objection**”) so that it is actually filed with the Bankruptcy Court and served on the following parties no later than ten (10) calendar days after the date of filing and service of this Rejection Notice (the “**Rejection Objection Deadline**”): (i) the Debtors c/o Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179; (ii) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.); (iii) the applicable counterparty to the Lease that is the subject of the Objection; (iv) the Office of the United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Paul Schwartzberg, Esq. and Richard Morrissey, Esq.); and (v) counsel for any statutory committee appointed in these chapter 11 cases.

PLEASE TAKE FURTHER NOTICE that if no Objection is filed and served in compliance with the foregoing, the Debtors may submit to the Bankruptcy Court after the Rejection Objection Deadline a proposed order approving the rejection of the Leases (each such order, a “**Rejection Order**”), substantially in the form attached hereto as Annex B, and the Bankruptcy Court may enter such order without a hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Rejection Procedures Order, if no Objection is properly filed and served in compliance with the foregoing, the rejection of each Lease shall become effective as of the Rejection Date. The deadline to file a proof of claim to assert any damage claim arising from the rejection of a Lease shall be the later of (i) the deadline to file general unsecured proofs of claim fixed by the Court; and (ii) thirty (30) days after the entry of the Rejection Order.

PLEASE TAKE FURTHER NOTICE that, if an Objection is properly filed and served in compliance with the foregoing, a hearing will be scheduled to consider the Objection. If the Objection is overruled or withdrawn, the effective date of rejection shall be the (i) Rejection Date; (ii) such other date to which the Debtors and the counterparty to the Unresolved Objection have agreed; or (iii) such other date as determined by the Court. If an Objection is filed for fewer than all of the Leases included on the Rejection Notice, the Debtors may proceed with submitting a proposed Rejection Order in accordance with the above procedures for the remaining Leases on the Rejection Notice.

PLEASE TAKE FURTHER NOTICE that a copy of all pleadings filed in these chapter 11 cases, including the motion (ECF No. 24) that sought the relief granted in the Rejection Procedures Order, is available for free at <https://restructuring.primeclerk.com/sears> or for a fee via PACER at <https://ecf.nysb.uscourts.gov>.

Dated: March 27, 2019  
New York, New York

/s/ Jacqueline Marcus  
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**Annex A**

**Rejected Leases**

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	COUNTERPARTY-SUBTENANT/ASSIGNEE AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	ABANDONED FIXTURES AND EQUIPMENT
1221	Northwood Investors dba NW Springs LLC 575 Fifth Avenue, 23rd Floor New York, NY 10170	Lands' End Attn: Sr.Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	1650 Briargate Blvd Chapel Hills, CO 80920	3/27/2019	IT, Compactor, Stockroom bins and shelving, department fixtures, carts, fitting rooms, cash wraps, AP equipment, office furniture
4893	Great Eastern Corporation d/b/a North River Village GEC, LLC c/o Casto Southeast Realty Services LLC 5391 Lakewood Ranch Blvd. Suite 100 Sarasota, FL 34240	N/A	Kmart Corporation	6126 Highway 301 Ellenton, FL 34222	3/27/2019	Vendor fixtures, IT equipment, shelving, counters, fixtures, material handling equipment, carts, office furniture
1745	WPG Westshore LLC c/o Washington Prime Group, Inc. Attn: General Counsel 180 East Broad Street - 21st floor Columbus, OH 43215	N/A	Sears, Roebuck and Co.	347 Westshore Plz Tampa/Westshore, FL 33609	3/27/2019	Fixture Purchase of 2 4'Jewelry Cases, 1 2x2 corner case, 1 entrance jewelry case and one spinner section between the cases 626 Built-in Cooking Display Wall Fixture Strength Training Weight Display Rack 5 Shelf etagere
2422	Southern Hills Mall, LLC c/o Washington Prime Group Inc. Chase Tower, 111 Monument Circle Indianapolis, IN 46204	N/A	Sears, Roebuck and Co.	4480 Sergeant Rd Sioux City, IA 51106	3/27/2019	Office furniture, broken trash compactor, AP equipment, office/jewelry safes, cash wraps, Appliances fixtures, apparel tables [universal tables, 3-tier tables], footwear shelving
2990	Cherryvale Mall LLC C/O CBL & Associates Management, Inc. Attn: President CBL Center, Suite 500 2030 Hamilton Place Chattanooga, TN 37421	N/A	Sears, Roebuck and Co.	7200 Harrison Ave Rockford-Cherryvale, IL 61112	3/27/2019	N/A
9030	Peru K-M Company, LLC c/o William Felton Associates, Inc. 166 Kings Hwy North Westport, CT 06880	N/A	Kmart Corporation	11 Sherwood Square Peru, IN 46970	3/27/2019	Trade fixtures, it equipment, shelving, office furniture, fixtures/counters
1226	Richards Canal Street Property LLC 4436 Veterans Memorial Blvd. Suite 1000 Metairie, LA 70006	N/A	Sears, Roebuck and Co.	4400 Veterans Mem Blvd Metairie, LA 70006	3/27/2019	N/A
9520	Delmar Plaza Holdings, LLC 225 Springhill Memorial Place Mobile, AL 36608	N/A	Kmart Corporation	12057-A Highway 49 Gulfport, MS 39503	3/27/2019	Safe, customer service desk, check out stands, all cameras and domes, several of filters for a/c, fitting room, conveyor belt
1045	Northwood Investors dba NW Northgate II LLC 575 Fifth Avenue, 23rd Floor New York, NY 10170	N/A	Sears, Roebuck and Co.	1620 Guess Rd Durham-Northgate, NC 27701	3/27/2019	N/A
9319	Frontier Management LLC 1721 Broadway P.O. Box 2396 Scottsbluff, NE 69363	N/A	Kmart Corporation	1515 W 3Rd Alliance, NE 69301	3/27/2019	N/A
9096	Midstate Properties Company, Ltd. c/o Paran Management Company, Ltd 2720 Van Aken Blvd. Suite 200 Cleveland, OH 44120-2227	N/A	Kmart Corporation	620 Plaza Dr Fostoria, OH 44830	3/27/2019	Old style gondolas, 5 register stands with registers, service desk with register, hazmat items neatly in the hazmat area, and one gaylor pallet of scrap electrical items
1210	Polaris Fashion Place II, LLC c/o Washington Prime Group, Inc. Chase Tower, 111 Monument Circle Indianapolis, IN 46204	Lands' End Attn: Sr.Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	1400 Polaris Pkwy Polaris, OH 43240	3/27/2019	Store fixtures Material handling equipment Office Furniture Wood and Plastic Pallets Public Address Tower Empty Loss prevention tower formerly CCTV Unit. CCTV system that is mounted in the ceiling etc. Ladder Light bulbs and ballasts
2494	Namco Realty LLC & Logan Valley Realty LLC c/o Namdar Realty Group, LLC 150 Great Neck Road Suite 304 Great Neck, NY 11021	N/A	Sears, Roebuck and Co.	5580 Goods Lane Suite 1005 Altoona, PA 16602	3/27/2019	Compactor, a few tables ,a few 4 way racks, co stands, office furniture , AP cameras in ceiling
4113	Millcreek Realty Associates, Ltd. c/o Levco Management, LLC One Wayne Hills Mall Wayne, NJ 07470-3228	Erie Physicians Network ~ UPMC, Inc Peter S. Giannirakis 600 Grant Street, U.S. Steel Tower 60th floor Pittsburgh, PA 15219	Kmart Corporation	2873 W 26th Street Erie, PA 16506	3/27/2019	Front register checkouts Service Desk Service counter sporting goods Safe cash office Three pallets of old IT equipment Hazmat not picked up Back office/Cash office counter tops
1644	GGP LP Real Estate, Inc. C/o Park City Center Business Trust Attn: Law/Lease Administration Department 350 N. Orleans Street, Suite 300 Chicago, IL 60654-1607	Lands' End Attn: Sr.Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	200 Park City Ctr Lancaster, PA 17601	3/27/2019	N/A
7062	Libby Dial Enterprises, LLC c/o H.L. Libby Corporation 803 Commonwealth Dr Warrendale, PA 15086	N/A	Kmart Corporation	1143 Broad St Sumter, SC 29150	3/27/2019	Trade fixtures, IT equipments, shelving, material handling equipment, office furniture, fixtures and counters
4170	Community Enhancement, LLC 520 Kansas City Street Suite 101 Rapid City, SD 57701	MTS Enterprises LLC Todd 4245 Bennett Road c/o MTS Enterprises LLC Rapid City, SD 57701	Kmart Corporation	1111 E North St Rapid City, SD 57701	3/27/2019	86 Gondolas- shelves scrapped 406 Shopping Carts 1 Bike Rack 54 Quads 67 4-way clothing racks 13 jewelry cases 16 register bays
2036	OLD HICKORY MALL VENTURE II, LLC C/O CBL & Associates Management, Inc. Attn: President CBL Center, Suite 500, 2030 Hamilton Place Blvd. Chattanooga, TN 37421	N/A	Sears, Roebuck and Co.	2021 N Highland Ave Jackson, TN 38305	3/27/2019	N/A

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	COUNTERPARTY-SUBTENANT/ASSIGNEE AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	ABANDONED FIXTURES AND EQUIPMENT
1387	Dillard Texas Central LLC c/o Dillard's Inc. 1600 Cantrell Road Little Rock, AR 72201	N/A	Sears, Roebuck and Co.	7701 1-40 W Amarillo, TX 79121	3/27/2019	N/A
2487	Wells Fargo Bank, N.A., as Trustee for CSMS 2008-C1 c/o C-III Asset Management LLC Attn: Laura McWilliams 5221 N. O'Connor Blvd., Suite 800 Irving , TX 75039	N/A	Sears, Roebuck and Co.	2000 Killeen Mall Killeen, TX 76543	3/27/2019	Office furniture, apparel racks, two office safes, IT equipment, cash wraps, and 12 shopping carts
1207	Atrocorth Beline & Plano, LLC c/o ATR Corinth Partners, LLC 4645 N. Central Expressway 200 Knox Place, Suite 200 Dallas, TX 75205	N/A	Sears, Roebuck and Co.	201 S Plano Rd Richardson, TX 75081	3/27/2019	5 pallets electronic shred, 2 cash wraps, electronics bunkers, bc builtins, 1 old safe with round door-no combo, 2 shoe runs, 3 light duty wood stkrn runs, ap equip rack G20(empty) ap cameras in ceiling, 6 4' jewelry cases
1367	Dillard Texas Central LLC c/o Dillard's Inc. 1600 Cantrell Road Little Rock, AR 72201	N/A	Sears, Roebuck and Co.	6001 W Waco Dr Waco, TX 76710	3/27/2019	Trade fixtures, IT equipment, shelving, office furniture, fixtures/counters
2435	Charlottesville Fashion Square, LLC c/o Washington Prime Group, Inc. Attn: General Counsel 180 East Broad Street Columbus, OH 43215	Lands' End Attn: Sr.Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	1531 Rio Rd E Charlottesville, VA 22901	3/27/2019	Office furniture, apparel racks, AP equipment, office safe, IT equipment,
3692	Unisource Centres, LLC, et. al. c/o Wangard Partners, Inc., Agent 1200 Mayfair Road Suite 310 Milwaukee, WI 53226	N/A	Kmart Corporation	1450 Summit Avenue Oconomowoc, WI 53066	3/27/2019	N/A
2056	SRM-SPE, LLC d/b/a Santa Rosa Mall c/o Radian Partners LLC 145 West 45th Street 10th Floor New York, NY 10036	N/A	Sears, Roebuck and Co.	300 Mary Esther Blvd Mary Esther, FL 32569-1693	3/27/2019	Safes, few whse racks, cash wraps, apparel fixtures
1658	SPS Portfolio Holdings II, LLC c/o Simon Property Group Attn: General Counsel 225 West Washington Street Indianapolis, IN 46204	Lands' End, Inc. Attn: Sr.Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	100 Santa Rosa Plz Santa Rosa, CA 95401-6381	3/27/2019	Conveyor, trash compactor (built into building)
7223	GGS, LLC d/b/a Magnolia Shopping Center 201 St. Charles Avenue Suite 3201 New Orleans, LA 70170	N/A	Kmart Corporation	7000 Veterans Memorial Metairie, LA 70003-4497	3/27/2019	Gondolas, shelving, register stands, service counter, softlines fixtures, office furniture, safe, jewelry counter, conveyor
1414	SPS Portfolio Holdings II, LLC c/o Simon Property Group Attn: General Counsel 225 West Washington Street Indianapolis, IN 46204	Lands' End, Inc. Attn: Sr.Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	75 W Route 59 Ste 100 Nanuet, NY 10594-2701	3/27/2019	N/A
1151	SPS Portfolio Holdings II, LLC c/o Simon Property Group Attn: General Counsel 225 West Washington Street Indianapolis, IN 46204	N/A	Sears, Roebuck and Co.	6929 S Memorial Dr Tulsa Woodland Hls, OK 74133-2035	3/27/2019	N/A
1390	SPS Portfolio Holdings II, LLC c/o Simon Property Group Attn: General Counsel 225 West Washington Street Indianapolis, IN 46204	Lands' End, Inc. Attn: Sr.Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	900 Briarwood Cir Ann Arbor, MI 48108-1618	3/27/2019	N/A
1357	SPS Portfolio Holdings II, LLC c/o Simon Property Group Attn: General Counsel 225 West Washington Street Indianapolis, IN 46204	N/A	Sears, Roebuck and Co.	2901 S Capitol Of Texas Hwy Austin/Barton Creek, TX 78746-8101	3/27/2019	N/A
3424	Regency Centers, L.P. c/o Regency Centers 1 Independent Drive Suite 114 Jacksonville, FL 32202	N/A	Kmart Corporation	900 N W 76 Boulevard Gainesville, FL 32606-6747	3/27/2019	Office furniture/safe IT in ceiling hardline/softline fixtures/counters service desk
3600	RB 1993-1 Trust- Robinson c/o KM-SC, LLC, First Berkshire Properties, LLC 7978 Cooper Creek Blvd. Suite 100 University Park, FL 34201  VIAPORT PROPERTIES 10401 US HIGHWAY 441 SUITE 336-A LEESBURG, FL 34788	N/A	Kmart Corporation	93 West Campbell Rd Schenectady, NY 12306-6800	3/27/2019	Fixtures, counters, office furniture, binning, shopping carts, baler

**Annex B**

**Rejection Order**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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<b>In re</b>	:
	:
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	<b>Chapter 11</b>
	:
	:
<b>Debtors.<sup>1</sup></b>	<b>Case No. 18-23538 (RDD)</b>
	:
	:
	<b>(Jointly Administered)</b>
	x

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**ORDER APPROVING THE REJECTION  
OF UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY  
AND ABANDONMENT OF PROPERTY IN CONNECTION THEREWITH**

Pursuant to and in accordance with the *Order Authorizing Debtors to Establish Procedures for Rejection of Unexpired Leases of Nonresidential Real Property and Abandon Property in Connection Therewith* (ECF No. 800) (the “**Rejection Procedures Order**”)<sup>2</sup> entered in the above-captioned chapter 11 cases of Sears Holdings Corporation and its debtor affiliates (collectively, the “**Debtors**”); and the Debtors having properly filed with this Court and served on the Rejection Notice Parties a notice (the “**Rejection Notice**”) of their intent to reject certain

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Rejection Procedures Order.

unexpired leases identified on **Exhibit 1** hereto (“Leases”) and to abandon any property remaining at the leased premises on the Rejection Date of the applicable Leases that the Debtors determine is too difficult to remove or expensive to store, such that the economic benefits of removing or storing such remaining property would be outweighed by the attendant costs in accordance with the terms of the Rejection Procedures Order, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice need be provided; and no timely objections having been filed to the Rejection Notice; and the Court having found and determined that the relief requested is in the best interests of the Debtors, their estates, their creditors, and all parties in interest, and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Leases are hereby rejected as set forth herein, effective as of the later of (i) service and filing of the Rejection Notice and (ii) the date the Debtors have surrendered the premises to the Landlord via the delivery of the keys, key codes, and alarm codes to the premises, as applicable, to the Landlord, or, if not delivering such keys or codes, providing notice that the Landlord may re-let the premises, as such estimated dates are set forth on **Exhibit 1** (the “Rejection Date”).

2. Any and all personal property remaining at the leased premises as of the applicable Rejection Date shall be deemed abandoned upon the Rejection Date without further notice or order of the Court, free and clear of all liens, claims, interests, or other encumbrances.

3. With respect to any assets abandoned at one of the Debtors’ leased properties, the applicable Landlord or other designee shall be free, notwithstanding the automatic stay, to dispose of such property without liability to any party (including any third

parties) and without further notice or order of the Court; and the applicable Landlord's rights, if any, to file a claim for the costs of disposal of such property are fully reserved, as are the rights of any party in interest to object to such claims.

4. If any affected non-Debtor party (each, a "**Counterparty**") to a Lease asserts a claim against the Debtors arising from the rejection of the Lease, the Counterparty shall submit a proof of claim by the later of (i) the deadline to file general unsecured proofs of claim fixed by the Court; and (ii) thirty (30) days after the entry of this Order. If a Counterparty does not timely file a proof of claim in accordance with the terms of this Order, the Counterparty shall forever be barred from asserting a claim arising from the rejection of their Lease, absent further order of this Court to the contrary.

5. Nothing contained in this Order is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors; (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors; (iii) a waiver of any claims or causes of action that may exist against any creditor or interest holder; or (iv) an approval, assumption, or adoption, of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code.

6. Notwithstanding entry of this Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

7. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: \_\_\_\_\_, 2019  
White Plains, New York

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Schedule of Rejected Leases**